

**LAW OFFICES OF
LOUIS E. GITOMER**

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

September 10, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 26829-B FILED

SEP 10 '08 -11 41 AM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release from Surface Transportation Board Filed Encumbrance, a secondary document, dated as of September 5, 2008. The primary document to which this is connected is recorded under Recordation No. 26829. We request that the copy of this document be recorded under Recordation No. 26829-B.

The name and address of the party to the Release from Surface Transportation Board Filed Encumbrance is:

Collateral Agent

Citicorp North America Inc.
2 Penns Way, Suite 200
New Castle, DE 19720

A description of the equipment covered by the Release from Surface Transportation Board Filed Encumbrance consists of one SW1200 locomotive numbered RLK 1367.

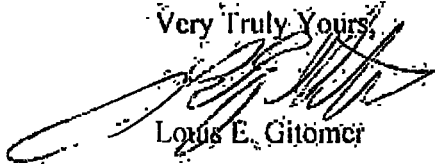
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Release from Surface Transportation Board Filed Encumbrance by Citicorp North America Inc., Penns Way, Suite 200, New Castle, DE 19720, covering one SW1200 locomotive numbered RLK 1367.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is stylized with a large, sweeping initial 'L'.

Louis E. Gitomer

Enclosures

SEP 10 '08

-11 41 AM

SURFACE TRANSPORTATION BOARD

Release from Surface Transportation Board Filed Encumbrance

Release herein is made to the Credit Agreement (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Amended Credit Agreement"), dated as of February 14, 2007, and First Amended and Restated Credit Agreement, dated as of July 1, 2008 made by RR ACQUISITION HOLDING LLC, a Delaware limited liability company ("Holdings"), RAILAMERICA, INC., a Delaware corporation ("RailAmerica"), RAILTEX, INC., a Texas corporation, ("RailTex"), RAILAMERICA TRANSPORTATION CORP., a Delaware corporation, ("RATC"), together with RailAmerica and Railtex, the "U.S. Borrowers" and each individually, a "U.S. Borrower"), RAILINK CANADA LTD., a corporation organized and existing under the laws of Canada (the "Canadian Borrower" and together with the U.S. Borrowers, the "Borrowers" and each individually a "Borrower"); the LENDERS party hereto from time to time, the ISSUING BANKS party hereto from time to time; the SUBSIDIARY GUARANTORS party hereto from time to time; CITICORP NORTH AMERICA, INC., as administrative agent (in such capacity, the "Administrative Agent") and as collateral agent (in such capacity, the "Collateral Agent") for the Lenders; MORGAN STANLEY SENIOR FUNDING, INC., as syndication agent (in such capacity, the "Syndication Agent"); and CITIGROUP GLOBAL MARKETS INC. ("CGMI") and MORGAN STANLEY SENIOR FUNDING, INC., as lead arrangers and book managers (in such capacity, the "Co-Lead Arrangers"). Unless otherwise defined herein, capitalized terms used herein and in the Schedule hereto have the meanings provided in the Amended Credit Agreement.

The Collateral Agent hereby releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of:

EMD Locomotive, Model SW1200, RLK 1367, serial numbers unknown, and in the present condition, thereof, as is, with all defects.

that were recorded with the Surface Transportation Board.

Dated as of September 5, 2008.

CITICORP NORTH AMERICA, INC.

As Collateral Agent

By: 

Blake Gronich
Vice President

Title: _____

State of NY

County of NY

ss:

On this 01 day of September, 2008, before me Janet M. Shea
the undersigned Notary Public, personally appeared Blake G. Smith
personally known to me to be the person who executed the within instrument as Vice
President on behalf of the corporation therein named, and acknowledged to me that the
corporation executed it.

Janet M. Shea
Notary Public for State of New York

My Commission expires June 9, 2012

JANET M. SHEA
NOTARY PUBLIC, State of New York
No. 01SH0188422
Qualified in New York County
Term Expires June 9, 2012